

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

NOTICE OF RECLAMATION CLAIM

Please be advised that a Notice of Reclamation Claim on behalf of OSRAM Opto Semiconductors Inc. was served on October 11, 2005 on the Debtors and on October 12, 2005 on their attorneys of record, John K. Lyons, Esq. and Ron E. Meisler, Esq. of Skadden, Arps, Slate, Meagher & Flom LLP. A true and correct copy of the Notice of Reclamation Claim is attached hereto as Exhibit "A" and incorporated herein by reference for all purposes.

Dated: October 21, 2005

COOLEY GODWARD LLP

/s/ Robert L. Eisenbach III
Robert L. Eisenbach III (CA State Bar #124896)
Gregg S. Kleiner (CA State Bar #141311)
101 California Street, 5th Floor
San Francisco, CA 94111-5800
Telephone: (415) 693-2000
Facsimile: (415) 693-2222
Email: reisenbach@cooley.com

Attorneys for Creditor
OSRAM Opto Semiconductors Inc.

OSRAM

October 11, 2005

Via Facsimile, followed by Certified Mail, Return Receipt Requested.

Rodney O'Neil
President and COO
Delphi Corporation
5725 Delphi Drive
Troy, Michigan, 48098-2815
Fax 248-813-2670

Jeffery Owens
VP and President
Delphi Electronics & Safety
One Corporate Center P.O. Box 9005
Kokomo, Indiana 46904-9005
Fax 765-451-5426

Re: OSRAM Opto Semiconductor Inc.'s Demand for Reclamation of Goods pursuant to Uniform Commercial Code §2-702 and Bankruptcy Code §546(c)

Dear Mr. O'Neil and Mr. Owens:

We understand that Delphi Corporation *et. al.* (collectively "Debtors"), commenced bankruptcy proceedings on or about October 8, 2005. Therefore, as required by Section 546(c) of the Bankruptcy Code and in accordance with our rights under Section 2-702 of the Uniform Commercial Code, OSRAM Opto Semiconductor Inc. ("OSRAM") hereby provides this written demand for reclamation of all goods delivered by OSRAM to any of the Debtors or otherwise provided to any of the Debtors within the ten (10) day period between September 29, 2005 and October 8, 2005. The enclosed documentation provides summary details on the invoices covered by our reclamation demand that are available at this time. Complete copies of the underlying invoices are available should you need them. However, our demand is not limited to the goods covered by those invoices, as other invoices may be in process and not available at this time.

This letter is intended to provide the requisite written demand to any of the Debtors to preserve our reclamation rights as required by Section 2-702 of the Uniform Commercial Code and Bankruptcy Code Section 546(c).

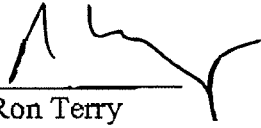
We would prefer to avoid the expense of immediate litigation, as it seems likely that there will be some bankruptcy court procedure instituted regarding reclamation claims, or that we may otherwise work out a resolution of our reclamation claim, subject to Bankruptcy Court approval. Thus, we would propose that in consideration for OSRAM refraining, for the time being, from filing an adversary proceeding complaint for reclamation, and in order for both sides to avoid the time and expense of immediate litigation, the Debtors agree that they will not interpose as a defense in respect of OSRAM's reclamation claim either: (1) OSRAM's delay in pursuing an adjudication of its reclamation claim pursuant to this agreement, or (2) any sale or other disposition of the goods which are the subject of such claim which occurred or may occur after the date this reclamation demand is received by Debtors. Debtors would, of course, reserve any and all other defenses or objections that they may have with respect to such reclamation claim.

OSRAM

If such an agreement interests you, please confirm this agreement in writing, or acknowledge such agreement by executing below and faxing back your signature and returning the original to me by mail.

We appreciate your understanding and cooperation in this matter.

OSRAM OPTO SEMICONDUCTORS INC.
3870 North First Street
San Jose, CA 95134
Fax 408-456-4343



Ron Terry
EVP & CFO
Ron.terry@osram-os.com
408-456-4139

Enclosures

cc: John K. Lyons, Esq. sent via e-mail only JLYONSCH@skadden.com
Ron E. Meisler, Esq. sent via e-mail only RMEISLER@skadden.com

Acknowledged and Agreed by:

Delphi Corporation

By: _____
Its:

Customer 502363
Delphi Electronics & Safety
Attn: Accounts Payable, m/s cta229
1 Corporate Center
46904 Kokomo US IN

Delivery Note	Doc. No	Purchase Order	Date	Invoiced Amt	Curr
57090690	94156243	351982	9/29/2005	\$1,488.00	USD
57090691	94156244	351974	9/29/2005	\$360.00	USD
57090692	94156245	351992	9/29/2005	\$1,136.00	USD
57090693	94156246	351984	9/29/2005	\$355.00	USD
57090695	94156247	351991	9/29/2005	\$418.00	USD
57090696	94156248	351981	9/29/2005	\$142.00	USD
57090697	94156249	351975	9/29/2005	\$352.00	USD
57090698	94156250	351994	9/29/2005	\$1,344.00	USD
57090699	94156251	351980	9/29/2005	\$630.00	USD
57090700	94156252	351985	9/29/2005	\$1,248.00	USD
57090701	94156253	351983	9/29/2005	\$180.00	USD
57090759	94156254	352005	9/29/2005	\$5,396.00	USD
57090761	94156255	352001	9/29/2005	\$82.80	USD
57090762	94156256	351976	9/29/2005	\$768.00	USD
57090758	94156257	351999	9/29/2005	\$840.00	USD
57090760	94156258	351977	9/29/2005	\$9,656.00	USD
57091261	94156759	352096	9/29/2005	\$6,900.00	USD
57091472	94157122	352195	9/29/2005	\$3,552.00	USD
57091473	94157123	352198	9/29/2005	\$1,560.00	USD
57091474	94157124	352185	9/29/2005	\$360.00	USD
57091475	94157125	352213	9/29/2005	\$1,008.00	USD
57091476	94157126	352194	9/29/2005	\$3,150.00	USD
57091478	94157127	352191	9/29/2005	\$497.00	USD
57091479	94157128	352189	9/29/2005	\$180.00	USD
57091480	94157129	352186	9/29/2005	\$710.00	USD
57091481	94157130	352192	9/29/2005	\$150.00	USD
57091482	94157131	352197	9/29/2005	\$1,776.00	USD
57091483	94157132	352188	9/29/2005	\$3,120.00	USD
57091484	94157133	352190	9/29/2005	\$165.00	USD
57091485	94157134	352196	9/29/2005	\$142.00	USD
57091487	94157135	352187	9/29/2005	\$165.00	USD
57091488	94157136	352184	9/29/2005	\$1,890.00	USD
57091489	94157137	352193	9/29/2005	\$781.00	USD
57091509	94157165	352216	9/29/2005	\$384.00	USD
57091513	94157166	352222	9/29/2005	\$852.00	USD
57091510	94157167	352212	9/30/2005	\$1,420.00	USD
57091512	94157168	352217	9/30/2005	\$165.60	USD
57091514	94157169	352218	9/30/2005	\$82.80	USD
57091515	94157170	352214	9/30/2005	\$2,556.00	USD
57092212	94157757	352362	10/5/2005	\$610.00	USD
57092213	94157758	352368	10/5/2005	\$222.00	USD
57092214	94157759	352377	10/5/2005	\$418.00	USD

57092215	94157760	352365	10/5/2005	\$157.50	USD
57092216	94157761	352369	10/5/2005	\$213.00	USD
57092217	94157762	352360	10/5/2005	\$11,360.00	USD
57092218	94157763	352366	10/5/2005	\$312.00	USD
57092219	94157764	352376	10/5/2005	\$336.00	USD
57092220	94157765	352361	10/5/2005	\$384.00	USD
57092221	94157766	352367	10/5/2005	\$284.00	USD
57092478	94158121	352471	10/6/2005	\$1,536.00	USD
57092479	94158122	352468	10/6/2005	\$142.00	USD
57092480	94158123	352475	10/6/2005	\$418.00	USD
57092481	94158124	352469	10/6/2005	\$312.00	USD
57092533	94158125	352476	10/6/2005	\$284.00	USD
57092535	94158126	352470	10/6/2005	\$165.60	USD
50183650	91184854	550061059	10/7/2005	\$9,372.00	USD
57092939	94158564	352547	10/7/2005	\$1,500.00	USD
57092940	94158565	352571	10/7/2005	\$157.50	USD
57092941	94158566	352545	10/7/2005	\$1,771.20	USD
57092942	94158567	352568	10/7/2005	\$366.00	USD
57082943	94158568	352544	10/7/2005	\$5,700.00	USD
57092944	94158569	352572	10/7/2005	\$312.00	USD
57092945	94158570	352557	10/7/2005	\$336.00	USD
57092946	94158571	352570	10/7/2005	\$2,886.00	USD
57092987	94158572	352558	10/7/2005	\$1,420.00	USD
57092990	94158573	352546	10/7/2005	\$315.00	USD
57092992	94158574	352569	10/7/2005	\$1,200.00	USD
57092991	94158575	352556	10/7/2005	\$7,384.00	USD
57093079	94158902	352672	10/8/2005	\$1,776.00	USD
57093080	94158903	352674	10/8/2005	\$1,560.00	USD
57093081	94158904	352676	10/8/2005	\$768.00	USD
57093082	94158905	352682	10/8/2005	\$150.00	USD
57093083	94158906	352675	10/8/2005	\$71.00	USD
57093084	94158907	352670	10/8/2005	\$418.00	USD
57093085	94158908	352671	10/8/2005	\$180.00	USD
57093086	94158909	352686	10/8/2005	\$366.00	USD
57093087	94158910	352668	10/8/2005	\$1,008.00	USD
57093298	94158911	352673	10/8/2005	\$150.00	USD
57093299	94158912	352677	10/8/2005	\$157.50	USD
57093753	94159741	352681	10/8/2005	\$180.00	USD
57093754	94159742	352669	10/8/2005	\$2,556.00	USD
57093755	94159743	352687	10/8/2005	\$336.00	USD
57093756	94159744	352700	10/8/2005	\$312.00	USD
57093757	94159745	352683	10/8/2005	\$3,120.00	USD
57093758	94159746	352680	10/8/2005	\$82.80	USD
57093759	94159747	352684	10/8/2005	\$5,197.50	USD
				<u>\$124,224.80</u>	

OSRAM Opto Semiconductors Inc.
T. Ooi
Controller

CERTIFICATE OF SERVICE

I, Kris Tsao Cachia, hereby declare:

I am employed in the City of San Francisco, County of San Francisco, California in the office of a member of the bar of this court at whose direction the following service was made. I am over the age of eighteen years and not a party to the within action. My business address is Cooley Godward LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800.

On October 21, 2005, I served the foregoing document(s) described as:

Notice of Reclamation Claim

on the interested parties in this action by placing a true copy(ies) thereof, on the above date, enclosed in sealed envelopes for service and prepared for processing as described below, and addressed and served in the manner indicated on the attached service list:

Counsel for the Debtors

John Wm. Butler Jr., Partner
John K. Lyons, Partner
Ron E. Meisler, Associate
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Counsel for the Debtors

Kayalyn A. Marafioti, Partner
Thomas J. Matz, Counsel
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

Counsel to Creditors' Committee

Robert J. Rosenberg, Partner
Latham & Watkins LLP
885 Third Avenue, Suite 1000
New York, NY 10022-4834

United States Trustee

Deirdre A. Martini
U.S. Department of Justice
Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004-2111

XX (BY FIRST CLASS MAIL) I am personally and readily familiar with the business practice of Cooley Godward LLP for collection and processing of correspondence for mailing with the United States Postal Service, pursuant to which mail placed for collection at designated stations in the ordinary course of business is deposited the same day, proper postage prepaid, with the United States Postal Service.

* * * * *

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this declaration was executed on October 21, 2005 at San Francisco, California.

/s/ Kris Tsao Cachia
Kris Tsao Cachia